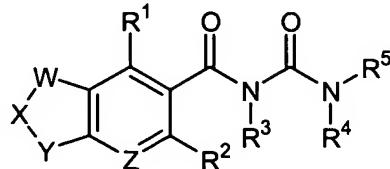
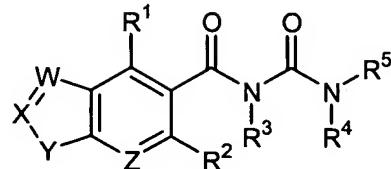


**WE CLAIM:**

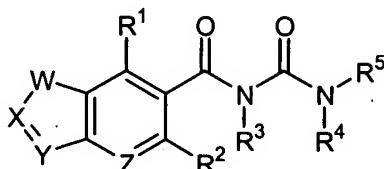
1 1. A compound of Formula I, Formula II, or Formula III:



I



II



III

2 where:

3 (A) in Formula I:

4 each of W, X and Y is independently selected from CR<sup>6</sup>R<sup>7</sup>, N-R<sup>7</sup>, O, or S provided that at least  
5 one of W, X, and Y is a non-carbon ring atom, and at least one of W, X, and Y is a carbon ring  
6 atom.

7 (B) In Formula II:

8 W and X are independently selected from C-R<sup>6</sup> and N, and Y is selected from CR<sup>6</sup>R<sup>7</sup>, N-R<sup>7</sup>, O,  
9 or S, provided that:

10 (i) at least one of W, X, and Y is a non-carbon ring atom, and  
11 (ii) when W is C-R<sup>6</sup> and X is N, then Y is CR<sup>6</sup>R<sup>7</sup>.

12 (C) In Formula III:

13 W is selected from CR<sup>6</sup>R<sup>7</sup>, N-R<sup>7</sup>, O, or S, and X and Y are independently selected from C-R<sup>6</sup> and  
14 N, provided that:

15 (i) at least one of W, X, and Y is a non-carbon ring atom, and  
16 (ii) when X is N and Y is C-R<sup>6</sup>, then W is CR<sup>6</sup>R<sup>7</sup>;

17 and where:

18 Z is N or C-R<sup>8</sup>;

20        each R<sup>1</sup>, R<sup>2</sup>, R<sup>6</sup>, and R<sup>8</sup> is independently, hydrogen, optionally substituted lower alkyl, alkenyl,  
21        alkynyl, cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl, optionally  
22        substituted aryl, optionally substituted heteroaryl, optionally substituted aryl(lower alkyl), halo(lower  
23        alkyl), -CF<sub>3</sub>, halogen, nitro, -CN, -OR<sup>9</sup>, -SR<sup>9</sup>, -NR<sup>9</sup>R<sup>10</sup>, -NR<sup>9</sup>(carboxy(lower alkyl)), -C(=O)R<sup>9</sup>,  
24        -C(=O)OR<sup>9</sup>, -C(=O)NR<sup>9</sup>R<sup>10</sup>, -OC(=O)R<sup>9</sup>, -SO<sub>2</sub>R<sup>9</sup>, -OSO<sub>2</sub>R<sup>9</sup>, -SO<sub>2</sub>NR<sup>9</sup>R<sup>10</sup>, -NR<sup>9</sup>SO<sub>2</sub>R<sup>10</sup> or  
25        -NR<sup>9</sup>C(=O)R<sup>10</sup>, where R<sup>9</sup> and R<sup>10</sup> are independently, hydrogen, optionally substituted lower alkyl,  
26        lower alkyl-N(C<sub>1-2</sub> alkyl)<sub>2</sub>, lower alkyl(optionally substituted heterocycloalkyl), alkenyl, alkynyl,  
27        optionally substituted cycloalkyl, cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl(lower  
28        alkyl), aryl(lower alkyl), optionally substituted aryl, optionally substituted heteroaryl, heteroaryl(lower  
29        alkyl), or R<sup>9</sup> and R<sup>10</sup> together are -(CH<sub>2</sub>)<sub>4-6</sub>- optionally interrupted by one O, S, NH, N-(aryl), N-  
30        (aryl(lower alkyl)), N-(carboxy(lower alkyl)) or N-(optionally substituted C<sub>1-2</sub> alkyl) group,

31        R<sup>3</sup> and R<sup>4</sup> are independently, hydrogen, lower alkyl, optionally substituted lower alkyl,  
32        optionally substituted aryl, or optionally substituted aryl(lower alkyl), or, together, are -(CH<sub>2</sub>)<sub>2-4</sub>-,

33        R<sup>5</sup> is hydrogen, optionally substituted lower alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl(lower  
34        alkyl), optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted  
35        aryl(lower alkyl), optionally substituted heteroaryl, optionally substituted heteroaryl(lower alkyl),  
36        -C(=O)R<sup>11</sup>, -C(=O)OR<sup>11</sup>, -C(=O)NR<sup>11</sup>R<sup>12</sup>, -SO<sub>2</sub>R<sup>11</sup>, or -SO<sub>2</sub>NR<sup>11</sup>R<sup>12</sup>, where R<sup>11</sup> and R<sup>12</sup> are  
37        independently, hydrogen, optionally substituted lower alkyl, alkenyl, alkynyl, cycloalkyl,  
38        cycloalkyl(lower alkyl), aryl, optionally substituted heteroaryl, heteroaryl(lower alkyl), or R<sup>11</sup> and R<sup>12</sup>  
39        together are -(CH<sub>2</sub>)<sub>4-6</sub>-,

40        each R<sup>7</sup> is hydrogen, optionally substituted lower alkyl, alkenyl, alkynyl, cycloalkyl,  
41        cycloalkyl(lower alkyl), optionally substituted heterocycloalkyl, optionally substituted aryl, optionally  
42        substituted heteroaryl, optionally substituted aryl(lower alkyl), -C(=O)R<sup>9</sup>, -C(=O)OR<sup>9</sup>,  
43        -C(=O)NR<sup>9</sup>R<sup>10</sup>, -SO<sub>2</sub>R<sup>9</sup>, or -SO<sub>2</sub>NR<sup>9</sup>R<sup>10</sup>, where R<sup>9</sup> and R<sup>10</sup> are independently, hydrogen, optionally  
44        substituted lower alkyl, lower alkyl-N(C<sub>1-2</sub> alkyl)<sub>2</sub>, lower alkyl(optionally substituted heterocycloalkyl),  
45        alkenyl, alkynyl, optionally substituted cycloalkyl, cycloalkyl(lower alkyl), optionally substituted  
46        heterocycloalkyl(lower alkyl), aryl(lower alkyl), optionally substituted aryl, optionally substituted  
47        heteroaryl, heteroaryl(lower alkyl), or R<sup>9</sup> and R<sup>10</sup> together are -(CH<sub>2</sub>)<sub>4-6</sub>- optionally interrupted by one  
48        O, S, NH, N-(aryl), N-(aryl(lower alkyl)), N-(carboxy(lower alkyl)) or N-(optionally substituted C<sub>1-2</sub>  
49        alkyl) group,

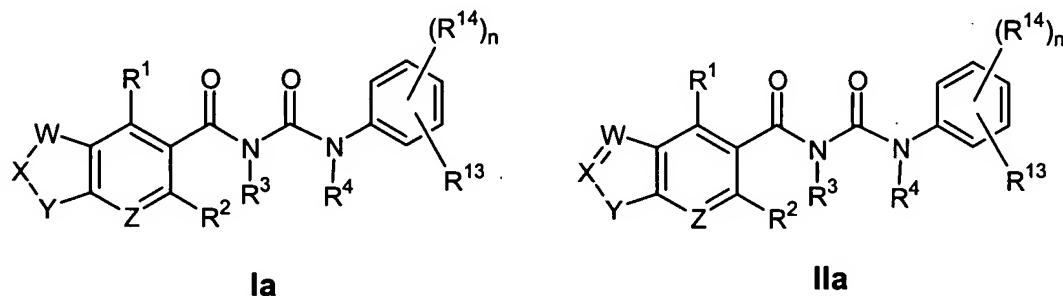
50 or a pharmaceutically acceptable salt thereof, optionally in the form of a single stereoisomer or  
 51 mixture of stereoisomers.

1    2.    The compound of claim 1, where said compound is a compound of Formula I or a  
 2 pharmaceutically acceptable salt thereof, as a single stereoisomer or mixture of stereoisomers.

1    3.    The compound of claim 1, where said compound is a compound of Formula II or a  
 2 pharmaceutically acceptable salt thereof, as a single stereoisomer or mixture of stereoisomers.

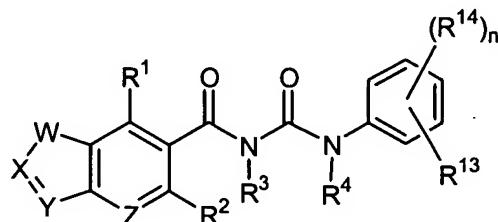
1    4.    The compound of claim 1, where said compound is a compound of Formula III or a  
 2 pharmaceutically acceptable salt thereof, as a single stereoisomer or mixture of stereoisomers.

1    5.    The compound of claim 1 that is a compound of Formula Ia, Formula IIa, or Formula IIIa:



Ia

IIa



IIIa

2  
 3 where:

4    (A) In Formula Ia:

5    each of W, X and Y is independently selected from CR<sup>6</sup>R<sup>7</sup>, N-R<sup>7</sup>, O, or S provided that at least  
 6    one of W, X, and Y is a non-carbon ring atom, and at least one of W, X, and Y is a carbon ring  
 7    atom.

8    (B) In Formula IIa:

9    W and X are independently selected from C-R<sup>6</sup> and N, and Y is selected from CR<sup>6</sup>R<sup>7</sup>, N-R<sup>7</sup>, O,  
 10   or S, provided that:

- 11       (i) at least one of W, X, and Y is a non-carbon ring atom, and  
12       (ii) when W is C-R<sup>6</sup> and X is N, then Y is CR<sup>6</sup>R<sup>7</sup>.

13 (C) In Formula IIIa:

14       W is selected from CR<sup>6</sup>R<sup>7</sup>, N-R<sup>7</sup>, O, or S, and X and Y are independently selected from C-R<sup>6</sup> and  
15       N, provided that:

- 16       (i) at least one of W, X, and Y is a non-carbon ring atom, and  
17       (ii) when X is N and Y is C-R<sup>6</sup>, then W is CR<sup>6</sup>R<sup>7</sup>;

18 and where:

19       Z is N or CR<sup>8</sup>;

20       R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup>, R<sup>4</sup>, R<sup>6</sup>, R<sup>7</sup>, and R<sup>8</sup> are as defined in the first embodiment,

21       R<sup>13</sup> is hydrogen, optionally substituted lower alkyl, alkenyl, alkynyl, cycloalkyl,  
22       cycloalkyl(lower alkyl), heterocycloalkyl, optionally substituted aryl, optionally substituted aryl(lower  
23       alkyl), optionally substituted heteroaryl, optionally substituted heteroaryl(lower alkyl), halo(lower  
24       alkyl), -CF<sub>3</sub>, halo(lower alkyl), halogen, nitro, -CN, -OR<sup>15</sup>, -SR<sup>15</sup>, -NR<sup>15</sup>R<sup>16</sup>, -C(=O)R<sup>15</sup>, -C(=O)OR<sup>15</sup>,  
25       -C(=O)NR<sup>15</sup>R<sup>16</sup>, -OC(=O)R<sup>15</sup>, -SO<sub>2</sub>R<sup>15</sup>, -SO<sub>2</sub>NR<sup>15</sup>R<sup>16</sup>, -NR<sup>15</sup>SO<sub>2</sub>R<sup>16</sup> or -NR<sup>15</sup>C(=O)R<sup>16</sup>, where R<sup>15</sup>  
26       and R<sup>16</sup> are independently, hydrogen, optionally substituted lower alkyl, alkenyl, alkynyl, -CF<sub>3</sub>,  
27       cycloalkyl, optionally substituted heterocycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl,  
28       optionally substituted heteroaryl, optionally substituted heteroaryl(lower alkyl) or, together, are  
29       -(CH<sub>2</sub>)<sub>4-6</sub>- optionally interrupted by one O, S, NH or N-(C<sub>1-2</sub> alkyl) group,

30       each R<sup>14</sup> is independently selected from optionally substituted lower alkyl, optionally  
31       substituted aryl, optionally substituted heteroaryl, hydroxy, halogen, -CF<sub>3</sub>, -OR<sup>17</sup>, -NR<sup>17</sup>R<sup>18</sup>,  
32       -C(=O)R<sup>17</sup>, -C(=O)OR<sup>17</sup>, -O(CH<sub>2</sub>)<sub>m</sub>C(=O)OR<sup>17</sup>, where m is an integer of 1 to 4, or -C(=O)NR<sup>17</sup>R<sup>18</sup>,  
33       where R<sup>17</sup> and R<sup>18</sup> are independently, hydrogen, lower alkyl, alkenyl, alkynyl, -CF<sub>3</sub>, optionally  
34       substituted heterocycloalkyl, cycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl, heteroaryl,  
35       heteroaryl(lower alkyl) or, together, are -(CH<sub>2</sub>)<sub>4-6</sub>-, optionally interrupted by one O, S, NH or N-(C<sub>1-2</sub>  
36       alkyl) group, and

37       n is an integer of 0 to 4,

38       or a pharmaceutically acceptable salt thereof, as a single stereoisomer or mixture of stereoisomers.

- 1       6.       The compound of claim 5, where said compound is a compound of Formula Ia or a  
2       pharmaceutically acceptable salt thereof, as a single stereoisomer or mixture of stereoisomers.

1    7.    The compound of claim 5, where said compound is a compound of Formula IIa or a  
2    pharmaceutically acceptable salt thereof, as a single stereoisomer or mixture of stereoisomers.

1    8.    The compound of claim 5, where said compound is a compound of Formula IIIa or a  
2    pharmaceutically acceptable salt thereof, as a single stereoisomer or mixture of stereoisomers.

1    9.    The compound of claim 2 or claim 6, where W and Y are O, X is CR<sup>6</sup>R<sup>7</sup>, where R<sup>6</sup> and R<sup>7</sup> are  
2    independently hydrogen, lower alkyl, or optionally substituted aryl, and Z is C-H

1    10.   The compound of claim 3 or claim 7, where W is N, X is CR<sup>6</sup>, where R<sup>6</sup> is hydrogen, lower  
2    alkyl, or optionally substituted aryl, Y is O, and Z is C-H

1    11.   The compound of claim 4 or claim 8, where W is O, X is CR<sup>6</sup>, where R<sup>6</sup> is hydrogen, lower  
2    alkyl, or optionally substituted aryl, Y is N, and Z is C-H

1    12.   The compound of claim 4 or claim 8, where W is N-R<sup>7</sup>, where R<sup>7</sup> is hydrogen, optionally  
2    substituted lower alkyl, or optionally substituted aryl(lower alkyl), X and Y are each CR<sup>6</sup>, where R<sup>6</sup> is  
3    hydrogen, lower alkyl, or optionally substituted aryl, and Z is C-H

1    13.   The compound of claim 3 or claim 7, where W and X are each CR<sup>6</sup>, where R<sup>6</sup> is hydrogen,  
2    lower alkyl, or optionally substituted aryl, Y is N-R<sup>7</sup>, where R<sup>7</sup> is hydrogen, lower alkyl, substituted  
3    lower alkyl, or optionally substituted aryl(lower alkyl), and Z is C-H

1    14.   The compound of claim 3 or claim 7, where W and X are each N, Y is N-R<sup>7</sup>, where R<sup>7</sup> is  
2    hydrogen, lower alkyl, substituted lower alkyl, or optionally substituted aryl(lower alkyl), and Z is  
3    C-H

1    15.   The compound of claim 2 or claim 6, where W and X are each CR<sup>6</sup>R<sup>7</sup>, where R<sup>6</sup> and R<sup>7</sup> are  
2    independently hydrogen, lower alkyl, or optionally substituted aryl, Y is O, and Z is C-H

1    16.   The compound of claim 2 or claim 6, where W is O, X and Y are each CR<sup>6</sup>R<sup>7</sup>, where R<sup>6</sup> and  
2    R<sup>7</sup> are independently hydrogen, lower alkyl, or optionally substituted aryl, and Z is C-H

- 1    17.    The compound of claim 3 or claim 7, where W is N, X is CR<sup>6</sup>, where R<sup>6</sup> is hydrogen, lower  
2    alkyl, or optionally substituted aryl, Y is N-R<sup>7</sup>, where R<sup>7</sup> is hydrogen, lower alkyl, substituted lower  
3    alkyl, or optionally substituted aryl(lower alkyl), and Z is C-H.
- 1    18.    The compound of claim 4 or claim 8, where W is N-R<sup>7</sup>, where R<sup>7</sup> is hydrogen, lower alkyl,  
2    substituted lower alkyl, or optionally substituted aryl(lower alkyl), X is CR<sup>6</sup>, where R<sup>6</sup> is hydrogen,  
3    lower alkyl, or optionally substituted aryl, Y is N, and Z is C-H.
- 1    19.    The compound of claim 4 or claim 8, where W is N-R<sup>7</sup>, where R<sup>7</sup> is hydrogen, lower alkyl,  
2    substituted lower alkyl, or optionally substituted aryl(lower alkyl), X and Y are each N, and Z is C-H.
- 1    20.    The compound of claim 1 or claim 5, where R<sup>1</sup> and R<sup>2</sup> are independently selected from  
2    hydrogen, lower alkyl, halogen, optionally lower alkyl substituted heterocycloalkyl, -OR<sup>9</sup>, -SR<sup>9</sup>, or  
3    -NR<sup>9</sup>R<sup>10</sup>, where R<sup>9</sup> and R<sup>10</sup> are hydrogen, lower alkyl or optionally substituted aryl.
- 1    21.    The compound of claim 1 or claim 5, where R<sup>3</sup> and R<sup>4</sup> are independently selected from  
2    hydrogen or lower alkyl.
- 1    22.    The compound of claim 2 or claim 6, where W and X are each CR<sup>6</sup>R<sup>7</sup>, where R<sup>6</sup> and R<sup>7</sup> are  
2    independently hydrogen, lower alkyl, or optionally substituted aryl, and Z is N-R<sup>7</sup>.
- 1    23.    The compound of claim 2 or claim 6, where W is CR<sup>6</sup>R<sup>7</sup>, where R<sup>6</sup> and R<sup>7</sup> are independently  
2    hydrogen, lower alkyl, or optionally substituted aryl, X is O, and Z is N-R<sup>7</sup>.
- 1    24.    The compound of claim 2 or claim 6, where W is O, X is CR<sup>6</sup>R<sup>7</sup>, where R<sup>6</sup> and R<sup>7</sup> are  
2    independently hydrogen, lower alkyl, or optionally substituted aryl, and Y is N-R<sup>7</sup>.
- 1    25.    The compound of claim 5, where R<sup>13</sup> is independently selected from alkynyl, optionally  
2    substituted aryl, optionally substituted heteroaryl, halogen, -CF<sub>3</sub>, -CN, -OR<sup>15</sup>, -C(=O)R<sup>15</sup>,  
3    -C(=O)OR<sup>15</sup>, or -C(=O)NR<sup>15</sup>R<sup>16</sup>, where R<sup>15</sup> and R<sup>16</sup> are independently, hydrogen, lower alkyl,  
4    halo(lower alkyl), optionally substituted aryl, optionally substituted heteroaryl, heteroaryl(lower alkyl)  
5    or R<sup>15</sup> and R<sup>16</sup> together are -(CH<sub>2</sub>)<sub>4-6</sub>, optionally interrupted by one O, S, NH or N-(C<sub>1-2</sub> alkyl) group.

1    26. The compound of claim 5, where R<sup>14</sup> is independently selected from halogen, -CF<sub>3</sub>, -OR<sup>17</sup>,  
2    -C(=O)OR<sup>17</sup>, -O(CH<sub>2</sub>)<sub>m</sub>C(=O)OR<sup>17</sup>, where m is an integer of 1 to 4, or -C(=O)NR<sup>17</sup>R<sup>18</sup>, where R<sup>17</sup>  
3    and R<sup>18</sup> are independently, hydrogen, lower alkyl, optionally substituted aryl, heteroaryl, or  
4    heteroaryl(lower alkyl), or R<sup>17</sup> and R<sup>18</sup> together are -(CH<sub>2</sub>)<sub>4-6</sub>-, optionally interrupted by one O, S, NH  
5    or N-(C<sub>1-2</sub> alkyl) group.

1    27. The compound of claim 1, where R<sup>1</sup> is hydrogen, optionally substituted lower alkyl,  
2    cycloalkyl, optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted  
3    heteroaryl, optionally substituted aryl(lower alkyl), halogen, -OR<sup>9</sup>, -NR<sup>9</sup>[carboxy(lower alkyl)],  
4    -C(=O)OR<sup>9</sup>, -C(=O)NR<sup>9</sup>R<sup>10</sup>, -SO<sub>2</sub>NR<sup>9</sup>R<sup>10</sup>, or -NR<sup>9</sup>C(=O)R<sup>10</sup>, where R<sup>9</sup> and R<sup>10</sup> are independently,  
5    hydrogen, optionally substituted lower alkyl, lower alkyl-N(C<sub>1-2</sub> alkyl)<sub>2</sub>, lower alkyl(optionally  
6    substituted heterocycloalkyl), optionally substituted cycloalkyl, cycloalkyl(lower alkyl), optionally  
7    substituted aryl, optionally substituted heteroaryl, heteroaryl(lower alkyl), or R<sup>9</sup> and R<sup>10</sup> together are  
8    -(CH<sub>2</sub>)<sub>4-6</sub>- optionally interrupted by one O, S, NH, N-(aryl), N-(aryl(lower alkyl)), N-(carboxy(lower  
9    alkyl)) or N-(optionally substituted C<sub>1-2</sub> alkyl) group.

1    28. The compound of claim 1, where R<sup>2</sup> is hydrogen, optionally substituted lower alkyl,  
2    optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl,  
3    optionally substituted aryl(lower alkyl), halo(lower alkyl), halogen, -OR<sup>9</sup>, -NR<sup>9</sup>R<sup>10</sup>, -C(=O)OR<sup>9</sup>, or  
4    -C(=O)NR<sup>9</sup>R<sup>10</sup>, where R<sup>9</sup> and R<sup>10</sup> are independently, hydrogen, optionally substituted lower alkyl,  
5    lower alkyl-N(C<sub>1-2</sub> alkyl)<sub>2</sub>, lower alkyl(optionally substituted heterocycloalkyl), optionally substituted  
6    cycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl, optionally substituted heteroaryl,  
7    heteroaryl(lower alkyl), or R<sup>9</sup> and R<sup>10</sup> together are -(CH<sub>2</sub>)<sub>4-6</sub>- optionally interrupted by one O, S, NH,  
8    N-(aryl), N-[aryl(lower alkyl)], N-(carboxy(lower alkyl)) or N-(optionally substituted C<sub>1-2</sub> alkyl) group.

1    29. The compound of claim 1 or claim 5, where R<sup>3</sup> and R<sup>4</sup> are independently, hydrogen or lower  
2    alkyl.

1    30. The compound of claim 1, where R<sup>6</sup> and R<sup>7</sup> are independently hydrogen, optionally  
2    substituted lower alkyl, optionally substituted heterocycloalkyl, optionally substituted aryl, optionally  
3    substituted heteroaryl, optionally substituted aryl(lower alkyl), -C(=O)R<sup>9</sup>, -C(=O)OR<sup>9</sup>,  
4    -C(=O)NR<sup>9</sup>R<sup>10</sup>, -SO<sub>2</sub>R<sup>9</sup>, or -SO<sub>2</sub>NR<sup>9</sup>R<sup>10</sup>, where R<sup>9</sup> and R<sup>10</sup> are independently, hydrogen, optionally

5 substituted lower alkyl, lower alkyl-N(C<sub>1-2</sub> alkyl)<sub>2</sub>, alkenyl, alkynyl, optionally substituted cycloalkyl,  
6 cycloalkyl(lower alkyl), optionally substituted aryl, heteroaryl, or heteroaryl(lower alkyl).

1 31. The compound of claim 1, where R<sup>8</sup> is hydrogen, optionally substituted lower alkyl,  
2 optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl,  
3 optionally substituted aryl(lower alkyl), halo(lower alkyl), -CF<sub>3</sub>, halogen, -OR<sup>9</sup>, -NR<sup>9</sup>R<sup>10</sup>, -C(=O)R<sup>9</sup>,  
4 -C(=O)OR<sup>9</sup>, -C(=O)NR<sup>9</sup>R<sup>10</sup>, -OC(=O)R<sup>9</sup>, -SO<sub>2</sub>R<sup>9</sup>, -SO<sub>2</sub>NR<sup>9</sup>R<sup>10</sup>, -NR<sup>9</sup>SO<sub>2</sub>R<sup>10</sup> or -NR<sup>9</sup>C(=O)R<sup>10</sup>,  
5 where R<sup>9</sup> and R<sup>10</sup> are independently, hydrogen, optionally substituted lower alkyl, lower alkyl-N(C<sub>1-2</sub>  
6 alkyl)<sub>2</sub>, optionally substituted cycloalkyl, cycloalkyl(lower alkyl), optionally substituted aryl,  
7 heteroaryl, heteroaryl(lower alkyl), or R<sup>9</sup> and R<sup>10</sup> together are -(CH<sub>2</sub>)<sub>4-6</sub> optionally interrupted by one  
8 O, S, NH, N-(aryl), N-(aryl(lower alkyl)), N-(carboxy(lower alkyl)) or N-(optionally substituted C<sub>1-2</sub>  
9 alkyl) group.

1 32. The compound of claim 1, where R<sup>1</sup>, R<sup>3</sup> and R<sup>4</sup> are hydrogen, and R<sup>5</sup> is optionally  
2 substituted aryl or optionally substituted heteroaryl.

1 33. The compound of claim 1, where R<sup>1</sup>, R<sup>2</sup>, and R<sup>8</sup> are optionally substituted lower alkyl,  
2 cycloalkyl, optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted  
3 heteroaryl, optionally substituted aryl(lower alkyl), halogen, -OR<sup>9</sup>, -NR<sup>9</sup>[carboxy(lower alkyl)],  
4 -C(=O)OR<sup>9</sup>, -C(=O)NR<sup>9</sup>R<sup>10</sup>, -SO<sub>2</sub>NR<sup>9</sup>R<sup>10</sup>, or -NR<sup>9</sup>C(=O)R<sup>10</sup>, where R<sup>9</sup> and R<sup>10</sup> are independently,  
5 hydrogen, lower alkyl, or R<sup>9</sup> and R<sup>10</sup> together are -(CH<sub>2</sub>)<sub>4-6</sub> optionally interrupted by one O, S, NH,  
6 N-(aryl), N-(aryl(lower alkyl)), N-(carboxy(lower alkyl)) or N-(optionally substituted C<sub>1-2</sub> alkyl) group.

1 34. The compound of claim 5, where R<sup>13</sup> is hydrogen, optionally substituted lower alkyl, alkenyl,  
2 alkynyl, heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally  
3 substituted heteroaryl(lower alkyl), halo(lower alkyl), -CF<sub>3</sub>, halogen, nitro, -CN, -OR<sup>15</sup>, -SR<sup>15</sup>,  
4 -NR<sup>15</sup>R<sup>16</sup>, -C(=O)R<sup>15</sup>, -C(=O)OR<sup>15</sup>, -C(=O)NR<sup>15</sup>R<sup>16</sup>, or -NR<sup>15</sup>C(=O)R<sup>16</sup>, where R<sup>15</sup> and R<sup>16</sup> are  
5 independently, hydrogen, optionally substituted lower alkyl, alkenyl, cycloalkyl, or halo(lower alkyl).

1 35. The compound of claim 5, where each R<sup>14</sup> is independently selected from optionally  
2 substituted lower alkyl, optionally substituted aryl, optionally substituted heteroaryl, hydroxy,  
3 halogen, -CF<sub>3</sub>, -OR<sup>17</sup>, -NR<sup>17</sup>R<sup>18</sup>, -C(=O)R<sup>17</sup>, -C(=O)OR<sup>17</sup>, -O(CH<sub>2</sub>)<sub>m</sub>C(=O)OR<sup>17</sup>, where m is an

4 integer of 1 to 4, -C(=O)NR<sup>17</sup>R<sup>18</sup>, where R<sup>17</sup> and R<sup>18</sup> are, independently, hydrogen, lower alkyl,  
5 alkenyl, or optionally substituted aryl.

1 36. The compound of claim 1 that is selected from:

- 2 2H-benzo[d]1,3-dioxolan-5-yl-N-{[(3-chloro-4-hydroxyphenyl)amino]carbonyl}carboxamide;  
3 2H-benzo[d]1,3-dioxolan-5-yl-N-{[(3,4-dichlorophenyl)amino]carbonyl}carboxamide;  
4 2H-benzo[d]1,3-dioxolan-5-yl-N-{[(2,6-bis(methylethyl)phenyl)amino]carbonyl}carboxamide;  
5 2H-benzo[d]1,3-dioxolan-5-yl-N-{[(4-hydroxyphenyl)amino]carbonyl}carboxamide;  
6 2H-benzo[d]1,3-dioxolan-5-yl-N-{[(3-chloro-4-methoxyphenyl)amino]carbonyl}carboxamide;  
7 2H-benzo[d]1,3-dioxolan-5-yl-N-{[(3-chlorophenyl)amino]carbonyl}carboxamide;  
8 2H-benzo[d]1,3-dioxolan-5-yl-N-[(phenylamino)carbonyl]carboxamide;  
9 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-{[(5-chloro-2-hydroxyphenyl)amino]carbonyl}carboxamide;  
10 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-{[(3-fluorophenyl)amino]carbonyl}carboxamide;  
11 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-{[(2,6-difluorophenyl)amino]carbonyl}carboxamide;  
12 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-{[(2,3-difluorophenyl)amino]carbonyl}carboxamide;  
13 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-{[(4-fluorophenyl)amino]carbonyl}carboxamide;  
14 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-{[(4-chlorophenyl)amino]carbonyl}carboxamide;  
15 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-{[(3,4-difluorophenyl)amino]carbonyl}carboxamide;  
16 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-{[(4-(trifluoromethyl)phenyl)amino]carbonyl}carboxamide;  
17 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-{[(3-(trifluoromethyl)phenyl)amino]carbonyl}carboxamide;  
18 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-{[(4-nitrophenyl)amino]carbonyl}carboxamide;  
19 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-{[(4-nitro-3-(trifluoromethyl)phenyl)amino]carbonyl}-  
20 carboxamide;  
21 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-{[(4-chloro-3-(trifluoromethyl)phenyl)amino]carbonyl}-  
22 carboxamide;  
23 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-{[(4-bromophenyl)amino]carbonyl}carboxamide;  
24 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-{[(3-bromophenyl)amino]carbonyl}carboxamide;  
25 2H-benzo[d]1,3-dioxolan-5-yl-N-{[(3-cyanophenyl)amino]carbonyl}carboxamide;  
26 2H-benzo[d]1,3-dioxolan-5-yl-N-{[(2,4-dichlorophenyl)amino]carbonyl}carboxamide;  
27 2H-benzo[d]1,3-dioxolan-5-yl-N-{[(4-methoxyphenyl)amino]carbonyl}carboxamide;  
28 2H-benzo[d]1,3-dioxolan-5-yl-N-{[(4-iodophenyl)amino]carbonyl}carboxamide;

29 2H-benzo[d]1,3-dioxolan-5-yl-N-[(3-iodophenyl)amino]carbonyl} carboxamide;  
30 4-[(2H-benzo[d]1,3-dioxolan-5-ylcarbonylamino)carbonyl]amino} benzamide;  
31 2H-benzo[d]1,3-dioxolan-5-yl-N-({[3-fluoro-4-(trifluoromethyl)phenyl]amino}carbonyl)-  
32 carboxamide;  
33 2H-benzo[d]1,3-dioxolan-5-yl-N-({[4-fluoro-3-(trifluoromethyl)phenyl]amino}carbonyl)-  
34 carboxamide;  
35 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(4-phenylphenyl)amino]carbonyl} carboxamide;  
36 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-({[3-(trifluoromethoxy)phenyl]amino}carbonyl)carboxamide;  
37 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-({[3-(trifluoromethylthio)phenyl]amino}carbonyl)carboxamide;  
38 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-({[3,5-bis(trifluoromethyl)phenyl]amino}carbonyl)-  
39 carboxamide;  
40 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-({[3-(methylethyl)phenyl]amino}carbonyl)carboxamide;  
41 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(3-ethylphenyl)amino]carbonyl} carboxamide;  
42 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(3-ethoxyphenyl)amino]carbonyl} carboxamide;  
43 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-({[3-(methylethoxy)phenyl]amino}carbonyl)carboxamide;  
44 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-({[3-(tert-butyl)phenyl]amino}carbonyl)carboxamide;  
45 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(3-phenylphenyl)amino]carbonyl} carboxamide;  
46 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(3-chloro-4-methylphenyl)amino]carbonyl} carboxamide;  
47 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(3-iodo-4-methylphenyl)amino]carbonyl} carboxamide;  
48 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-({[4-methyl-3-(trifluoromethyl)phenyl]amino}carbonyl)-  
49 carboxamide;  
50 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(3-phenoxyphenyl)amino]carbonyl} carboxamide;  
51 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(3-nitrophenyl)amino]carbonyl} carboxamide;  
52 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(3,5-dichlorophenyl)amino]carbonyl} carboxamide;  
53 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(3-acetylphenyl)amino]carbonyl} carboxamide;  
54 methyl 3-[(2H-benzo[3,4-d]1,3-dioxolen-5-ylcarbonylamino)carbonyl]amino} benzoate;  
55 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(3-(1H-1,2,3,4-tetraazol-5-yl)phenyl)amino]carbonyl}-  
56 carboxamide;  
57 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(3-ethynylphenyl)amino]carbonyl} carboxamide;  
58 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(3-chloro-2-methylphenyl)amino]carbonyl} carboxamide;  
59 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(5-chloro-2-methylphenyl)amino]carbonyl} carboxamide;

60 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(3-chloro-2,6-diethylphenyl)amino]carbonyl} carboxamide;  
61 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(5-iodo-2-methylphenyl)amino]carbonyl} carboxamide;  
62 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(3-(2-pyridyl)phenyl)amino]carbonyl} carboxamide;  
63 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(3-(1,3-thiazol-2-yl)phenyl)amino]carbonyl} carboxamide;  
64 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(3-(3-thienyl)phenyl)amino]carbonyl} carboxamide;  
65 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(3-(2-furyl)phenyl)amino]carbonyl} carboxamide;  
66 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(3-(2-thienyl)phenyl)amino]carbonyl} carboxamide;  
67 2H-benzo[d]1,3-dioxolan-5-yl-N-[(2H-Benzo[3,4-d]1,3-dioxolen-5-ylamino)carbonyl]carboxamide;  
68 2H-benzo[d]1,3-dioxolan-5-yl-N-({[5-(trifluoromethyl)(1,3,4-thiadiazol-2-yl)]amino} carbonyl)-  
69 carboxamide;  
70 2H-benzo[d]1,3-dioxolan-5-yl-N-[(5-chloro(1,3-thiazol-2-yl))amino]carbonyl} carboxamide;  
71 2H-benzo[d]1,3-dioxolan-5-yl-N-[(6-chloro-4-methylpyrimidin-2-yl)amino]carbonyl} carboxamide;  
72 2H-benzo[d]1,3-dioxolan-5-yl-N-[(2-chloro(4-pyridyl))amino]carbonyl} carboxamide;  
73 (6-bhloro(2H-benzo[3,4-d]1,3-dioxolen-5-yl))-N-[(3-icyanophenyl)amino]carbonyl} carboxamide;  
74 (6-chloro(2H-benzo[3,4-d]1,3-dioxolen-5-yl))-N-[(3-iodophenyl)amino]carbonyl} carboxamide;  
75 (6-chloro(2H-benzo[3,4-d]1,3-dioxolen-5-yl))-N-({[3-(trifluoromethyl)phenyl]amino} carbonyl)-  
76 carboxamide;  
77 (6-chloro(2H-benzo[3,4-d]1,3-dioxolen-5-yl))-N-({[3-(methylethoxy)phenyl]amino} carbonyl)-  
78 carboxamide;  
79 (6-chloro(2H-benzo[3,4-d]1,3-dioxolen-5-yl))-N-({[4-fluoro-3-(trifluoromethyl)phenyl]amino} -  
80 carbonyl)carboxamide;  
81 2H-benzo[3,4-d]1,3-dioxolen-5-yl-N-[(3-chlorophenyl)methylamino]carbonyl}-N-methyl-  
82 carboxamide;  
83 2H-benzo[d]1,3-dioxolan-5-yl-N-[(3-chlorophenyl)amino]carbonyl}-N-methylcarboxamide;  
84 benzoxazol-5-yl-N-[(3,4-dichlorophenyl)amino]carbonyl} carboxamide;  
85 benzoxazol-5-yl-N-[(4-chlorophenyl)amino]carbonyl} carboxamide;  
86 benzoxazol-5-yl-N-[(3-chlorophenyl)amino]carbonyl} carboxamide;  
87 benzoxazol-5-yl-N-[(3-bromophenyl)amino]carbonyl} carboxamide;  
88 benzoxazol-5-yl-N-({[4-(trifluoromethyl)phenyl]amino} carbonyl)carboxamide;  
89 benzoxazol-5-yl-N-[(3-iodophenyl)amino]carbonyl} carboxamide;  
90 benzoxazol-5-yl-N-({[3-(trifluoromethyl)phenyl]amino} carbonyl)carboxamide;

91 benzoxazol-5-yl-N-({[3,5-bis(trifluoromethyl)phenyl]amino}carbonyl)carboxamide;  
92 benzoxazol-5-yl-N-{{(4-fluorophenyl)amino}carbonyl}carboxamide;  
93 benzoxazol-6-yl-N-{{(3,4-dichlorophenyl)amino}carbonyl}carboxamide;  
94 benzoxazol-6-yl-N-{{(4-chlorophenyl)amino}carbonyl}carboxamide;  
95 benzoxazol-6-yl-N-{{[4-(trifluoromethyl)phenyl]amino}carbonyl}carboxamide;  
96 benzoxazol-6-yl-N-{{(3-chlorophenyl)amino}carbonyl}carboxamide;  
97 benzoxazol-6-yl-N-{{[3-(trifluoromethyl)phenyl]amino}carbonyl}carboxamide;  
98 benzoxazol-6-yl-N-{{[3,5-bis(trifluoromethyl)phenyl]amino}carbonyl}carboxamide;  
99 benzoxazol-6-yl-N-{{[3-(trifluoromethoxy)phenyl]amino}carbonyl}carboxamide;  
100 benzoxazol-6-yl-N-{{(3-cyanophenyl)amino}carbonyl}carboxamide;  
101 benzoxazol-6-yl-N-{{[4-fluoro-3-(trifluoromethyl)phenyl]amino}carbonyl}carboxamide;  
102 benzoxazol-6-yl-N-{{(3-bromophenyl)amino}carbonyl}carboxamide;  
103 methyl 3-{{(benzoxazol-6-ylcarbonylamino)carbonyl}amino}benzoate;  
104 4-{{(benzoxazol-6-ylcarbonylamino)carbonyl}amino}-2-chlorobenzoic acid;  
105 phenylmethyl 2-(4-{{(benzoxazol-6-ylcarbonylamino)carbonyl}amino}-2-chlorophenoxy)acetate;  
106 4-{{(benzoxazol-6-ylcarbonylamino)carbonyl}amino}benzoic acid;  
107 5-{{(benzoxazol-6-ylcarbonylamino)carbonyl}amino}-2-chlorobenzoic acid;  
108 N-{{[3,5-bis(trifluoromethyl)phenyl]amino}carbonyl}(1-methylindol-6-yl)carboxamide;  
109 (1-methylindol-6-yl)-N-{{[3-(trifluoromethyl)phenyl]amino}carbonyl}carboxamide;  
110 N-{{(3,4-dichlorophenyl)amino}carbonyl}(1-methylindol-6-yl)carboxamide;  
111 N-{{(3-iodophenyl)amino}carbonyl}(1-methylindol-6-yl)carboxamide;  
112 N-{{(3-cyanophenyl)amino}carbonyl}(1-methylindol-6-yl)carboxamide;  
113 N-{{[4-fluoro-3-(trifluoromethyl)phenyl]amino}carbonyl}(1-methylindol-6-yl)carboxamide;  
114 N-{{(3,4-dichlorophenyl)amino}carbonyl}(1-methylindol-5-yl)carboxamide;  
115 N-{{(3-chlorophenyl)amino}carbonyl}(1-methylindol-5-yl)carboxamide;  
116 N-{{(3-bromophenyl)amino}carbonyl}(1-methylindol-5-yl)carboxamide;  
117 N-{{[3,5-bis(trifluoromethyl)phenyl]amino}carbonyl}(1-methylindol-5-yl)carboxamide;  
118 N-{{[4-fluoro-3-(trifluoromethyl)phenyl]amino}carbonyl}(1-methylindol-5-yl)carboxamide;  
119 benzotriazol-5-yl-N-{{(3,4-dichlorophenyl)amino}carbonyl}carboxamide;  
120 benzotriazol-5-yl-N-{{(4-chlorophenyl)amino}carbonyl}carboxamide;  
121 N-{{(3,4-dichlorophenyl)amino}carbonyl}-2,3-dihydrobenzo[b]furan-5-ylcarboxamide;

122 N-{[(3-chlorophenyl)amino]carbonyl}-2,3-dihydrobenzo[b]furan-5-ylcarboxamide;  
123 2,3-dihydrobenzo[b]furan-5-yl-N-{{[4-(trifluoromethyl)phenyl]amino}carbonyl}carboxamide;  
124 2,3-dihydrobenzo[b]furan-5-yl-N-{{[4-fluorophenyl]amino}carbonyl}carboxamide;  
125 2,3-Dihydrobenzo[b]furan-5-yl-N-{{[4-methoxyphenyl]amino}carbonyl}carboxamide; and  
126 N-{{[3,4-dichlorophenyl]amino}carbonyl}(1-methylbenzimidazol-5-yl)carboxamide;  
127 and the pharmaceutically acceptable salts thereof, as single stereoisomers or mixtures of  
128 stereoisomers.

1 37. A pharmaceutical composition comprising:

- 2 (a) a therapeutically effective amount of a compound of claim 1; and  
3 (b) a pharmaceutically acceptable excipient.

1 38. The pharmaceutical composition of claim 37, further comprising an anti-inflammatory drug,  
2 cytokine, or immunomodulator.

1 39. A method of treating an allergic, inflammatory, or autoimmune disorder or disease,  
2 comprising administering a therapeutically effective amount of a compound of claim 1 to a mammal  
3 in need of such treatment.

1 40. The method of claim 39 where the compound is administered in combination with an anti-  
2 inflammatory drug, cytokine, or immunomodulator.

1 41. The method of claim 39 where the allergic, inflammatory, or autoimmune disorder or disease  
2 is selected from the group consisting of asthma, atherosclerosis, glomerulonephritis, pancreatitis,  
3 restenosis, rheumatoid arthritis, diabetic nephropathy, pulmonary fibrosis, inflammatory bowel  
4 disease, Crohn's disease, and transplant rejection.

1 42. The method of claim 39 where the allergic, inflammatory, or autoimmune disorder or disease  
2 is associated with lymphocyte and/or monocyte accumulation.

1 43. A method of inhibiting leukocyte migration, comprising administering a therapeutically  
2 effective amount of a compound of claim 1 to a mammal in need of such treatment.